

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

RECORDATION NO. **10703-B B** FILED 1425

J. Gary Lane NOV - 2 1994 - 2 05 PM
General Solicitor

INTERSTATE COMMERCE COMMISSION

Writer's Direct Dial Number

(804) 629-2818
Telecopier: (804) 533-4872

October 26, 1994

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of October 7, 1994. The primary document to which this is connected is recorded under Recordation No. 10703.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: Chemical Bank (successor to
Manufacturers Hanover Trust Company)
450 West 33rd Street
New York, NY 10001

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, VA 23510

The equipment originally covered by the document is generally described as follows:

Number of Units	General Description	AAR Symbol	Railroad's Road Numbers (both inclusive)
8	GP38-2 Diesel-Electric Locomotives	B-B	5232-5239

LICENSING BRANCH

Nov 2 2 50 PM '94

RECEIVED
OFFICE OF THE
SECRETARY

County of Prince George

80	Automatic Bottom Dump Hoppers	HTS	390300-390379
277	100-ton Box Cars	XP	565323-565599
134	70-ton Box Cars	XPI	585667-585800

A fee of \$21.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated October 7, 1994, to terminate Equipment Trust Agreement with Recordation No. 10703, dated August 1, 1979, and covering 8 diesel-electric locomotives numbered 5232-5239, 80 bottom dump hopper cars numbered 390300-390379, 277 box cars numbered 565323-565599, and 134 box cars numbered 585667-585800, all inclusive.

Very truly yours,



J. Gary Lane

jgl
encl.

Interstate Commerce Commission
Washington, D.C. 20423

11/2/94

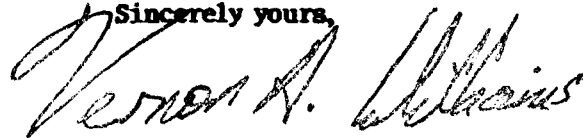
OFFICE OF THE SECRETARY

J. Gary Lane
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-2191

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/2/94 at 2:55 PM, and assigned recordation number(s). 10703-BB.

Sincerely yours,



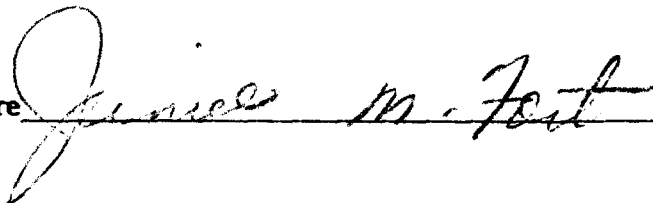
Vernon A. Williams
Secretary

Enclosure(s)

(0100421058)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



10703-BB
NOV - 2 1994
INTEREST

**SOUTHERN RAILWAY EQUIPMENT TRUST
No. 3 of 1979**

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Chemical Bank (successor to Manufacturers Hanover Trust Company) (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of August 1, 1979, as supplemented (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), providing for the formation of Southern Railway Equipment Trust No. 3 of 1979 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and the dividends due thereon or dividend warrants attached thereto, if any, issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the Trust Equipment (as therein defined) subject to the Agreement and releases the Railroad, its successors and assigns, from any and all obligations of the Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto and its corporate seal to be affixed and attested by its duly authorized officers, this 1th day of October, 1994.

CHEMICAL BANK, as Trustee

By: _____
Title: _____

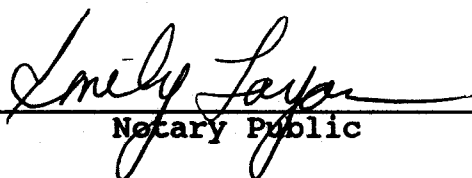
VICE PRESIDENT

ATTEST:

Glenn L. McKee
Assistant Secretary

STATE OF NEW YORK)
)
 COUNTY OF NEW YORK)

On this 7th day of October, 1994, before me,
 a Notary Public, personally appeared W.B. Dodge,
 to me personally known, who, being by me duly sworn, says he is a
 VICE PRESIDENT of Chemical Bank, that the seal
 affixed to the foregoing instrument is the corporate seal of said
 corporation, that said instrument was signed and sealed on behalf
 of said corporation by authority of its Board of Directors, and
 he acknowledged that the execution of the foregoing instrument
 was the free act and deed of said corporation.



 Notary Public

My commission expires:

EMILY FAYAM
 Notary Public, State of New York
 No. 24-4737006
 Qualified in Kings County
 Certificate Filed in New York County
 Commission Expires December 31, 1995